

PORSE  
11.3.31.5.1-10  
6/15/06

Recording Requested By, and  
After Recording Return To:  
John Spencer Stewart  
Stewart Sokol & Gray  
Suite 200, 2300 S.W. First Avenue  
Portland, Oregon 97201-5047

Recorded in MULTNOMAH COUNTY, OREGON  
C. Swick, Deputy Clerk  
D13 5 ATVLM  
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2006-109675 06/15/2006 01:42:27pm

2006-086

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### AMENDED AND RESTATED MEMORANDUM OF GROUND LEASE

This AMENDED AND RESTATED MEMORANDUM OF GROUND LEASE (this "Memorandum") is made effective as of June 14, 2006, by and between the Port of Portland, a Port district of the State of Oregon (the "Port"), and Portland Bulk Terminals, L.L.C., an Oregon limited liability company (the "Lessee"), organized as an indirect U.S. subsidiary of Canpotex Limited, a Canadian corporation.

The Port and the Lessee entered into a Ground Lease, dated March 14, 1996, (Port Agreement No. 96-039) which was subsequently amended by Amendment No. 1 to Ground Lease, dated August 29, 1997; Amendment No. 2 to Ground Lease, dated October 23, 1997; Amendment No. 3 to Ground Lease, dated September 9, 1999; Amendment No. 4 to Ground Lease, dated May 19, 2003; Amendment No. 5 to Ground Lease, dated July 1, 2004; Amendment No. 6 to Ground Lease, dated March 16, 2005; Amendment No. 7 to Ground Lease, dated February 15, 2006; and Amendment No. 8 to Ground Lease, dated April 12, 2006 (collectively, the "Ground Lease"), whereunder the Port leases the premises (the "Property") described in Exhibit A-2 attached hereto to the Lessee. The "Term" of the Ground Lease commenced on March 14, 1996 and expires on March 1, 2036. The terms and conditions of the Ground Lease are more particularly set forth in the Ground Lease, to which reference is here made for all purposes.

A Memorandum of Leases dated October 13, 1997 with respect to the Ground Lease was recorded October 28, 1997 as Instrument No. 97166326, Records of Multnomah County, Oregon, as amended by an Amendment to Memorandum of Leases and Easement Agreement dated effective September 9, 1999 and recorded October 29, 2001 as Instrument No. 2001-172514, Records of Multnomah County Oregon (as amended, the "1997 Memorandum"). This Memorandum replaces and supersedes the 1997 Memorandum, which is hereby terminated effective upon the execution of this Memorandum ("Terminated Memorandum").

This Memorandum reflects an extension of the Lease Term to March 1, 2036, as described above, and the legal description of the real property being leased, as attached hereto. The related Facilities Lease described in the Terminated Memorandum has also been replaced by a new Facilities Lease, dated June 15, 2006, between the Lessor and the Lessee. Complete copies of the Facilities Lease and the Ground Lease are available at the Port's headquarters office located in Portland, Oregon.

1 - Amended & Restated Memorandum of Ground Lease

\\popfs\propdev-pvt\legal\leases\memoranda\pbt amended memo of ground lease.doc

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This Memorandum is being recorded in the Official Records of Multnomah County, Oregon, in order to give notice of the provisions of the Ground Lease. This Memorandum shall not be deemed or construed to define, limit or modify the Ground Lease or any provision thereof, in any manner.

In witness whereof, the Port and the Lessee have subscribed their names hereto effective as of the date first above written.

LESSEE:

PORTLAND BULK TERMINALS, L.L.C.

By: [Signature]  
Name: Ted J. Nieman  
As Its: Senior Vice President, General Counsel  
and Secretary

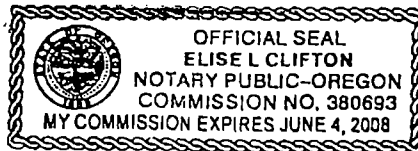
LESSOR:

THE PORT OF PORTLAND

By: [Signature]  
Bill Wyatt, Executive Director

By: [Signature]  
Name: Dwayne N. Dahl  
As Its: Vice President, Finance & Chief  
Financial Officer and Treasurer

STATE OF OREGON                     )  
  )  
COUNTY OF MULTNOMAH            )



This instrument was acknowledged before me on June 13, 2006, by Bill Wyatt as Executive Director of the Port of Portland.

[Signature]  
Notary Public for Oregon

My Commission Expires: June 4, 2008

STATE OF Oregon )

COUNTY OF Multnomah )

This instrument was acknowledged before me on June 14, 2006, by Ted J. Nieman, as Senior Vice President, General Counsel and Secretary of Portland Bulk Terminals, L.L.C.

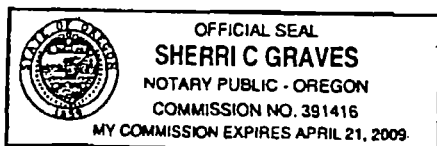


Sherri C. Graves  
Notary Public for Oregon  
My Commission Expires: 4-21-09

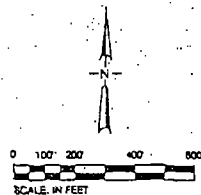
STATE OF Oregon )

COUNTY OF Multnomah )

This instrument was acknowledged before me on June 14, 2006, by Dwayne N. Dahl, as Vice President, Finance & Chief Financial Officer and Treasurer of Portland Bulk Terminals, L.L.C.



Sherri C. Graves  
Notary Public for Oregon  
My Commission Expires: 4-21-09



CORPS OF ENGINEERS  
HARBOR LINE  
EST. FEB. 9, 1968

POINT OF COMMENCEMENT  
1/4" BRASS DISK  
WITNESS CORNER 1/4" CORNER  
SECTION 23 & 28  
N = 7523.780  
E = 8897.411

ORDINARY HIGH WATER  
LINE ELEV. 17.00  
ESTABLISHED FROM  
RECORDED SURVEY NO. 54944

AREA = 99,089 ACRES  
4,316,327 SF

T.P.O.B.

R = 875.00  
A = 45°30'43"  
L = 549.72  
C = 334.66  
CB = N47°42'20"W  
DATED MAR. 2, 1958  
DWD. NO. 1808

R = 954.00  
A = 53°29'05"  
L = 643.40  
C = 618.57  
CB = N04°19'31"E

R = 875.00  
A = 45°30'43"  
L = 549.72  
C = 334.66  
CB = N47°42'20"W  
DATED MAR. 2, 1958  
DWD. NO. 1808

R = 875.00  
A = 45°30'43"  
L = 549.72  
C = 334.66  
CB = N47°42'20"W  
DATED MAR. 2, 1958  
DWD. NO. 1808

PORT OF PORTLAND  
PORTLAND, OREGON



# LEASE AREA LEGAL DESCRIPTION:

A PARCEL OF LAND LYING IN SECTIONS 23 & 28, TOWNSHIP 2 NORTH, RANGE 1 WEST, WILLAMETTE MERIDIAN, MULTNOMAH COUNTY, OREGON, BEING FURTHER DESCRIBED AS FOLLOWS:

COMMENCING AT A WITNESS CORNER FOR THE ONE-QUARTER CORNER OF SECTIONS 23 & 28, SAID CORNER BEING NORTH 89°53'44" WEST A DISTANCE OF 1,805.35 FEET FROM THE TRUE ONE-QUARTER CORNER OF SECTIONS 23 AND 28, TOWNSHIP 2 NORTH, RANGE 1 WEST, WILLAMETTE MERIDIAN;  
THENCE SOUTH 81° 28' 18" EAST, 168.78 FEET TO THE TRUE POINT OF BEGINNING;  
THENCE NORTH 32° 03' 34" EAST, 499.17 FEET; THENCE NORTH 35° 17' 20" EAST, 237.72 FEET;  
THENCE NORTH 35° 10' 49" EAST, 105.80 FEET; THENCE NORTH 40° 07' 48" EAST, 50.53 FEET;  
THENCE NORTH 44° 21' 07" EAST, 512.00 FEET TO A POINT OF CURVATURE;  
THENCE 344.58 FEET ALONG THE ARC OF A 700.00 FOOT RADIUS CURVE CONCAVE TO THE SOUTHEAST,  
THROUGH A CENTRAL ANGLE OF 28° 14' 14" (THE LONG CHORD BEARS NORTH 59° 28' 08" EAST, 341.50 FEET) TO  
A POINT OF NON-TANGENCY;  
THENCE NORTH 18° 11' 38" WEST, 92.54 FEET; THENCE NORTH 48° 53' 55" WEST, 43.49 FEET;  
THENCE NORTH 43° 27' 05" WEST, 78.42 FEET; THENCE NORTH 50° 39' 42" EAST, 110.34 FEET;  
THENCE NORTH 34° 28' 38" EAST, 22.35 FEET; THENCE NORTH 54° 08' 41" EAST, 156.57 FEET;  
THENCE NORTH 48° 54' 24" EAST, 40.86 FEET; THENCE SOUTH 41° 14' 44" EAST, 104.50 FEET;  
THENCE SOUTH 78° 14' 44" EAST, 231.18 FEET; THENCE SOUTH 43° 32' 35" EAST, 28.38 FEET;  
THENCE SOUTH 10° 28' 36" WEST, 158.06 FEET; THENCE SOUTH 20° 45' 28" WEST, 75.52 FEET;  
THENCE NORTH 60° 27' 22" WEST, 21.05 FEET; THENCE SOUTH 27° 49' 09" WEST, 752.99 FEET;  
THENCE SOUTH 20° 12' 05" WEST, 873.25 FEET; THENCE NORTH 50° 21' 45" WEST, 43.84 FEET;  
THENCE SOUTH 23° 38' 15" WEST, 508.43 FEET; THENCE NORTH 24° 59' 07" WEST, 113.17 FEET;  
THENCE NORTH 36° 28' 45" WEST, 174.84 FEET; THENCE NORTH 62° 22' 55" WEST, 230.42 FEET;  
THENCE NORTH 78° 19' 52" WEST, 713.14 FEET; THENCE NORTH 18° 57' 45" EAST, 8.09 FEET TO A POINT OF  
NON-TANGENCY; THENCE 549.72 FEET ALONG THE ARC OF A 875.00 FOOT RADIUS CURVE CONCAVE TO THE  
NORTHEAST, THROUGH A CENTRAL ANGLE OF 46° 30' 43" (THE LONG CHORD BEARS NORTH 47° 42' 20" WEST,  
534.58 FEET) TO A POINT OF NON-TANGENCY; THENCE SOUTH 85° 12' 28" WEST, 19.78 FEET; THENCE NORTH  
22° 47' 34" WEST, 20.00 FEET;  
THENCE NORTH 86° 12' 28" EAST, 19.81 FEET TO A POINT OF NON-TANGENCY; THENCE 843.40 FEET ALONG THE  
ARC OF A 864.80 FOOT RADIUS CURVE CONCAVE TO THE NORTHEAST, THROUGH A CENTRAL ANGLE OF 55° 28'  
08" (THE LONG CHORD BEARS NORTH 04° 19' 31" EAST, 818.57 FEET) TO THE TRUE POINT OF BEGINNING  
CONTAINING 4,316,327 SQUARE FEET (99,089 ACRES) MORE OR LESS.

NOTE:  
BASIS OF BEARINGS IS PORT OF PORTLAND LOCAL PROJECTION (INTERNATIONAL FEET), PER PORT  
OF PORTLAND DRAWING NO. PG 2003-3024.

EXHIBIT A2

DESIGNED BY D. ANDERSON  
CHECKED BY P. B. WELSH  
D. ANDERSON

TERMINAL 5  
CANPOTEX LEASE AREA  
EXHIBIT PI AT





# NARRATIVE

I, G. Robert Taylor, a registered Professional Land Surveyor, hereby certify this map represents a survey made by me or under my direction at the request of the Port of Portland. The purpose of this survey was to establish the boundary for the land located North of the Oregon Steel Mill (OSM) lands described in Warranty Deed Book 586 at Page 1355, recorded Oct. 13, 1867, and the land located South of the S.T.C. Submarine Systems, Inc., as shown on Port of Portland Drawing No. RG 88-17, and West of the westerly limits of the Oregon-Washington Railroad & Navigation Company (OWRNC), Burlington Northern Railroad Company (BNRC), and Spokane, Portland & Seattle Railway Company (SP&SRC), as described in Book 1586, Page 228, recorded March 26, 1962, Multnomah County Records, and East of the Corps of Engineers Harbor Line established February 9, 1968.

As a basis of bearings, I held North 01°36'13" East as shown on the Port of Portland Drawing RG 82-501 and Survey Number 38262 of the Multnomah County Survey Records. As monuments for this bearing, I held a found 3" brass cap marked "OSM #20" and a found 5/8-inch iron rod which bears South 01°36'13" West 2062.35 feet and South 88°23'47" East 85.50 feet from said brass cap.

To establish the easterly line of this tract, I held the data called for and shown on a survey by DEA and labeled "RG 82-501" by the Port of Portland.

To establish the southwesterly boundary of this tract, I held the data called on Survey Number 38729, including the found brass cap numbers 18, 20, 21, 22, and 25.

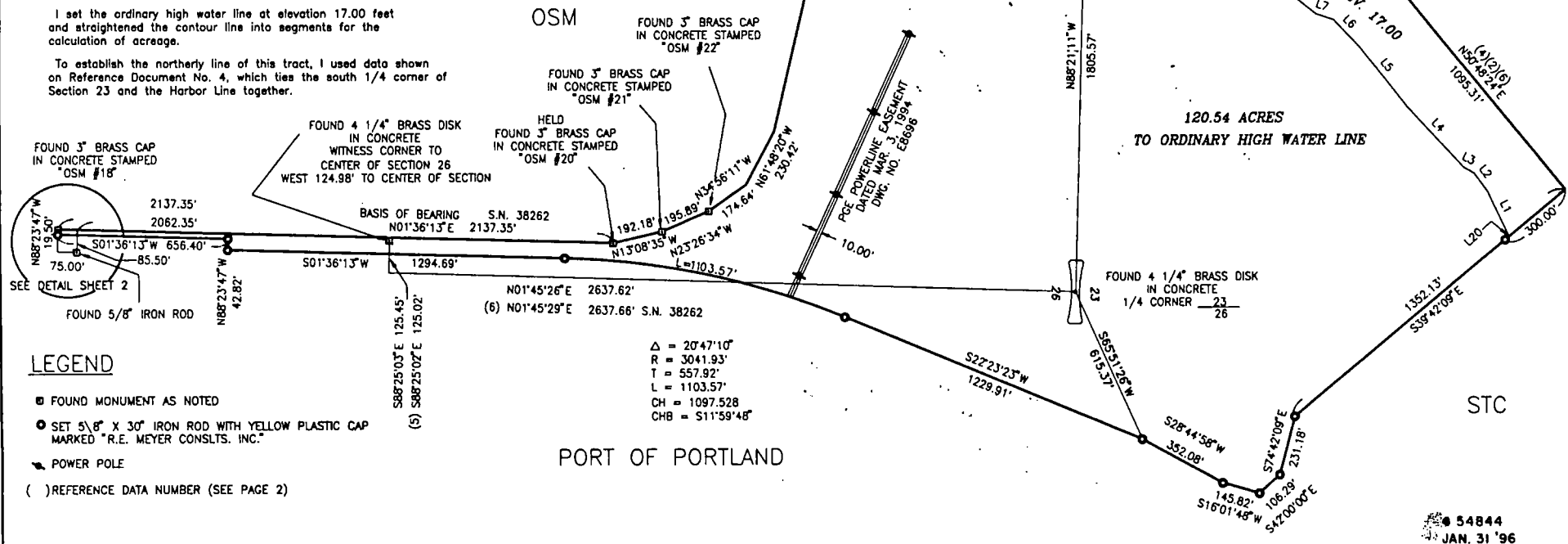
The data used to set the Harbor Line along the east side of the Willamette River, as called for by the Corps of Engineers and established February 9, 1968. The data used came from Reference Document numbers 2, 4, and 6.

I set the ordinary high water line at elevation 17.00 feet and straightened the contour line into segments for the calculation of acreage.

To establish the northerly line of this tract, I used data shown on Reference Document No. 4, which ties the south 1/4 corner of Section 23 and the Harbor Line together.

MEAN HIGH WATER LINE  
LINE TABLE

LINE	DIRECTION	DISTANCE
L1	S64°31'24" W	191.20'
L2	S53°52'35" W	87.21'
L3	S29°22'58" W	44.09'
L4	S47°23'50" W	322.57'
L5	S51°46'50" W	290.78'
L6	S48°26'17" W	141.63'
L7	S18°13'16" W	71.51'
L8	S39°00'29" W	260.84'
L9	S78°03'08" W	99.16'
L10	S05°59'27" W	92.44'
L11	S44°03'34" W	195.90'
L12	S52°00'42" W	104.11'
L13	S42°30'19" W	417.66'
L14	S37°17'35" W	230.52'
L15	S36°11'35" W	192.44'
L16	S30°07'24" W	161.51'
L17	S26°32'58" W	263.39'
L18	S13°40'12" W	143.64'
L19	S76°47'19" E	13.02'
L20	S39°42'09" E	19.71'



## LEGEND

- FOUND MONUMENT AS NOTED
- SET 5/8" X 30" IRON ROD WITH YELLOW PLASTIC CAP MARKED "R.E. MEYER CONSULTS. INC."
- ⚡ POWER POLE
- ( ) REFERENCE DATA NUMBER (SEE PAGE 2)

PORT OF PORTLAND  
PORTLAND, OREGON

Robert E. Meyer Consultants

Planners-Engineers-Surveyors-Landscape Architects  
4815 S.W. GRIFFITH DRIVE, SUITE 300 (503) 843-7531  
BEAVERTON, OR 97005 FAX (503) 826-7422

REM PROJECT NO. 0695-30 DRAWING NO. 0987

DESIGN NUMBER

PROJECT NUMBER

REGISTERED  
PROFESSIONAL  
LAND SURVEYOR

Robert E. Meyer

EXPIRATION  
DATE: JULY 17, 1996  
BY: ROBERT TAYLOR

RENEWAL DATE:  
JUNE 30, 1996

DESIGNED BY G.R. TAYLOR

DRAWN BY B. BUNN

CHECKED BY  
SEPTEMBER 13, 1995

DATE

SCALE

G.R. TAYLOR

B. BUNN

SEPTEMBER 13, 1995

DATE

SCALE

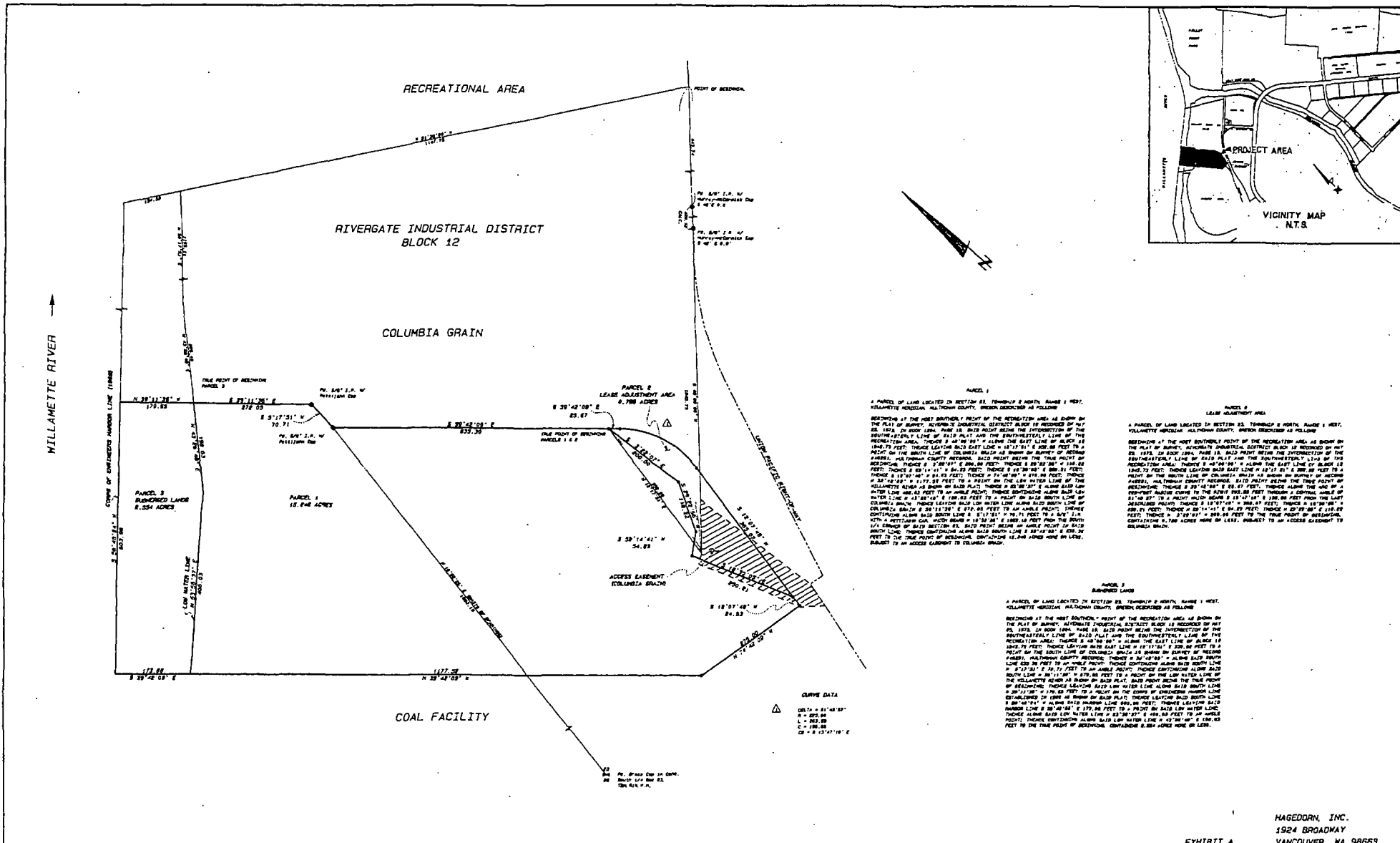
TERMINAL 5

PLAT OF SURVEY  
BOUNDARY SURVEY BULK FACILITY

SUBMITTED BY  
SUPERVISOR TECHNICAL PRODUCTS

DRAWING NO.  
T-5 95-500 1/2

54844  
JAN. 31 '96



NO. DATE BY REVISIONS CR'D APP'D NO. DATE BY REVISIONS CR'D APP'D						PORT OF PORTLAND PORTLAND, OREGON  PROJECT MANAGER		REGISTERED PROFESSIONAL LAND SURVEYOR  PROJECT MANAGER		DRAWN BY: N. H. ALPHE CHECKED BY: J. D. DATE: JULY 1988 SCALE: 1"=100'		EXHIBIT A RIVERGATE INDUSTRIAL DISTRICT EXHIBIT PLAT STC SUBMARINE SYSTEMS, INC.		SUBMITTED BY: SUPERVISOR SURVEYING SERVICES DRAFTING NO.: RG 88-17 1/1 (EP)	
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HAGEDORN, INC.  
1924 BROADWAY  
VANCOUVER, WA 98663





